

**FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00**

**FILED**  
**Apr 24 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 842774 (2)**  
 1. Corporation Name  
**TENNECO AUTOMOTIVE INC.**



Principal Place of Business <b>0401 THE TRAILS DRIVE                  ATTN CORP TAX DEPT                  THE WOODLANDS TX 77381                  US</b>	Mailing Address <b>P.O. BOX 4100                  ATTN CORP TAX DEPT                  THE WOODLANDS TX 77387-4100                  US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business <b>21 500 North Field Drive</b> Suite, Apt. #, etc.		2a. Mailing Address <b>26</b> Suite, Apt. #, etc.		3. Date Incorporated or Qualified <b>03/09/1979</b>	
22 City & State <b>23 Lake Forest, IL</b>		27 City & State <b>28</b>		4. FEI Number <b>74-1933558</b> Applied For <input type="checkbox"/> Not Applicable	
24 Zip <b>60045</b>		25 Country <b>USA</b>		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
29 Zip <b>30</b>		30 Country <b>31</b>		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
24 60045 25 USA 29 30				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent <b>CT CORPORATION SYSTEM                  1200 S. PINE ISLAND ROAD                  PLANTATION FL 33324</b>				10. Name and Address of New Registered Agent			
81 Name				82 Street Address (P.O. Box Number is Not Acceptable)			
83				84 City			
				FL		85 Zip Code	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_ Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	VASG	<input type="checkbox"/> DELETE	1.1 TITLE				<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KEARNS, VIRGINIA L.		1.2 NAME				
STREET ADDRESS	1 BRISTOL COURT		1.3 STREET ADDRESS				
CITY-ST-ZIP	LINCOLNSHIRE IL		1.4 CITY-ST-ZIP				
TITLE	P	<input type="checkbox"/> DELETE	2.1 TITLE				<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	EVANS, THOMAS E		2.2 NAME				
STREET ADDRESS	1275 ARBOR LANE		2.3 STREET ADDRESS				
CITY-ST-ZIP	LAKE FOREST IL		2.4 CITY-ST-ZIP				
TITLE	VAT	<input type="checkbox"/> DELETE	3.1 TITLE	VT	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	OSAR, KAREN R		3.2 NAME	Osar, Karen R.			
STREET ADDRESS	70 AVIEMORE DRIVE		3.3 STREET ADDRESS	70 Aviemore Drive			
CITY-ST-ZIP	NEW ROCHELLE NY		3.4 CITY-ST-ZIP	New Rochelle, NY 10804			
TITLE	VAS	<input type="checkbox"/> DELETE	4.1 TITLE				<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SIMPSON, ROBERT G		4.2 NAME				
STREET ADDRESS	5627 PALISADE FALLS		4.3 STREET ADDRESS				
CITY-ST-ZIP	KINGWOOD TX		4.4 CITY-ST-ZIP				
TITLE	VS	<input type="checkbox"/> DELETE	5.1 TITLE				<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STEWART, KARL A		5.2 NAME				
STREET ADDRESS	107 PERKINS ROAD		5.3 STREET ADDRESS				
CITY-ST-ZIP	GREENWICH CT		5.4 CITY-ST-ZIP				
TITLE	AS	<input type="checkbox"/> DELETE	6.1 TITLE				<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NEECE, BERT F		6.2 NAME				
STREET ADDRESS	5907 ROCKY BROOK		6.3 STREET ADDRESS				
CITY-ST-ZIP	KINGWOOD TX		6.4 CITY-ST-ZIP				

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Bert F. Neece* 04-14-98 281/539-6961

CR2E034 (10/97)

TENNECO AUTOMOTIVE INC.  
 Corporate Street Address: 500 North Field Drive, Lake Forest, IL 60045  
 Corporate Mailing Address: P. O. Box 4100, The Woodlands, TX 77387-4100

All Directors' & Officers' business addresses are the same as corporate street and mailing addresses

DIRECTORS

<u>Name</u>	<u>Address</u>	<u>Social Security #</u>
Thomas E. Evans	1275 Arbor Lane, Lake Forest, IL 60045	173-40-6956
Paul T. Stecko	23 Sandpiper Lane, Lake Forest, IL 60045	209-34-9365

OFFICERS

<u>Name</u>	<u>Position</u>	<u>Address</u>	<u>Social Security #</u>
Thomas E. Evans	President	1275 Arbor Lane, Lake Forest, IL 60045	173-40-6956
Alex Drysdale	Managing Director - Asia Pacific Rim	500 North Field Drive, Lake Forest, IL 60045	
James B. Gray	Managing Director- Monroe Europe	500 North Field Drive, Lake Forest, IL 60045	
Lutz Kesselring	Managing Director - Walker Gillet Europe	500 North Field Drive, Lake Forest, IL 60045	
John M. Cribari	Senior Vice President and General Manager - North American Aftermarket	28615 North Sky Crest Drive, Ivanhoe, IL 60060	036-36-5900
Mark P. Frissora	Senior Vice President and General Manager - North American Original Equipment	25994 Edinborough Circle, Parrysburg, OH 43551	273-58-1332
R. D. Harlow	Senior Vice President - Global Supply Chain Management	500 North Field Drive, Lake Forest, IL 60045	
William M. Churchhill	Vice President - Global Engineering, Ride Control Systems and Vice President -North American Engineering Ride Control Systems	500 North Field Drive, Lake Forest, IL 60045	

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Stephen Cripe	Vice President - Finance	24 St. John, Hawthorn Wood, IL 60047	469-56-0469
Virginia L. Kearns	Vice President, General Counsel and Assistant Secretary	1 Bristol Court, Lincolnshire, IL 60069	461-66-9091
David F. Kratochvil	Vice President - Logistics	23350 N. Longview Point, Lake Barringt, IL 60010	540-42-5136
Richard D. McClain	Vice President	441 Thorne Lane, Lake Forest, IL 60045	364-48-4097
Karen R. Osar	Vice President and Treasurer	70 Aviemore Drive, New Rochelle, NY 10804	018-44-3922
Dennis R. Ruddy	Vice President - Global Manufacturing	312 Surrey Lane, Lake Forest, IL 60045	131-34-6886
Richard P. Schneider	Vice President - Human Resources	210 Margate Court, Lake Bluff, IL 60044	185-36-5239
Robert G. Simpson	Vice President and Assistant Secretary	5627 Palisade Falls, Kingwood, TX 77345	359-44-0711
Karl A. Stewart	Vice President and Secretary	107 Perkins Road, Greenwich, CT 06830	450-68-4329
Herman Weltens	Vice President - Global Engineering, Exhaust Systems		
Michael L. Pape	Controller - North American Aftermarket, and Assistant Treasurer	1530 Forever Avenue, Libertyville, IL 60048	390-70-5527
Jon C. Samuelson	Controller - North American Original Equipment and Assistant Treasurer	24116 Devonshire Dr., Novi, MI 48374	017-48-4771
Michael A. Becker	Assistant Secretary	22207 Joshua Kendell Lane, Katy, TX 77449	071-38-4316
Donald Carpenter	Assistant Secretary	23946 English Oaks, Spring, TX 77373	449-31-8636
Victor Franck	Assistant Secretary	82 Drift oak Circle, The Woodlands, TX 77381	259-98-6031
Anne E. Frueh	Assistant Secretary	617 Weronah, Oak Park, IL 60304	321-68-9879
James D. Gaughan	Assistant Secretary	143 Old Stamford Road, New Canaan, CT 06840	460-92-7783
Bert F. Neece	Assistant Secretary	5907 Rocky Brook, Kingwood, TX 77345	327-40-9245
Paul D. Novas	Assistant Treasurer	53 Canoe Hill Road, New Canaan, CT 06840	001-58-2742